

**THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. GRACE & CO., <u>et al.</u>,)	Case No. 01-01139 (JKF)
)	
Debtors.)	(Jointly Administered)

AFFIDAVIT

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

Jason Solganick being duly sworn, deposes and says:

1. I am a Principal of Piper Jaffray & Co. ("PJC"), Financial Advisor to David T. Austern, the Future Claimants' Representative in the above captioned case.

2. During the period of May 1, 2009 through May 31, 2009, no agreement or understanding in any form or guise existed between PJC and any other person for a division of compensation for services rendered in or in connection with this proceeding, and that no such division of compensation prohibited by §504 of the Bankruptcy Code will be made by PJC, except with employees of PJC.

3. I hereby state, in accordance with §504 of the Bankruptcy Code, that PJC has not entered into any agreement, express or implied, with any other party in interest, including the Debtors herein, any creditor or the representative of any of them, or with any attorney for such party in interest in the proceeding, for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of or paid from the assets of the estate to any party in interest in the within proceeding for services rendered in connection herewith.

4. I have reviewed the Fortieth Monthly Interim Application of Piper Jaffray & Co. for the time period May 1, 2009 through May 31, 2009 and state that the information set forth therein is true and correct to the best of my knowledge, information and belief.

/S/ JASON SOLGANICK
Jason Solganick

Sworn to and subscribed before me
this 25th day of June, 2009

/S/ CORLA LARUFFA
Notary Public

My commission expires: July 24, 2010